

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-----------------------------------|---|---------------------------------------------|
| In re: |) | Chapter 11 |
| |) | Case No. 01-01139 (KJC) |
| W.R. GRACE & CO., <u>et al.</u> , |) | (Jointly Administered) |
| |) | |
| Debtors. |) | Objection Deadline: 1/15/2014 |
| |) | Hearing Date: Scheduled if Necessary |

COVER SHEET

**SEVENTH INTERIM APPLICATION OF PHILLIPS, GOLDMAN & SPENCE, P.A.
AS LOCAL COUNSEL TO ROGER FRANKEL, SUCCESSOR LEGAL
REPRESENTATIVE FOR FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF NOVEMBER 1, 2013 TO NOVEMBER 30, 2013**

| | |
|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| Name of Applicant: | Phillips, Goldman & Spence, P.A. ("PG&S") |
| Authorized to Provide Professional Services to: | Roger Frankel, Successor, PI Future Claimants' Representative (the "Successor FCR") |
| Date of Retention | PG&S Retention Order entered July 31, 2013 <i>nunc pro tunc</i> to May 16, 2013 |
| Period for which Compensation is Sought: | November 1, 2013 through November 30, 2013 |
| Amount of Compensation (100%) sought as actual, reasonable, and necessary: | \$2,244.00 |
| 80% of Fees to be Paid: | \$1,795.20 |
| Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | \$3.10 |
| Total Fees @ 80% and Expenses: | \$1,798.30 |
| This is an: | <input checked="" type="checkbox"/> interim <input checked="" type="checkbox"/> monthly <input type="checkbox"/> final application |

The total time expended for fee application preparation during this time period was 2.7 hours and the corresponding fees were \$742.50. The time spent for this matter will be requested in subsequent monthly interim applications.

**PREVIOUS APPLICATIONS OF PG&S AS LOCAL COUNSEL TO
DAVID T. AUSTERN, PI FUTURE CLAIMANTS' REPRESENTATIVE**

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|-------------------------------------------------------------------------------------------------|----------------------|--------------------------|--------------------------------|--------------------------------|-------------------------|-------------|
| 1 st Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549 | \$5,034.50 | \$0.00 | Filed 10.27.04 Dkt No. 6751 | \$4,027.60 | \$1,006.90 | \$4,027.60 |
| 1 st Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752 | \$5,034.50 | \$0.00 | Filed 11.19.04 Dkt No. 6696 | N/A | \$1,006.90 | 1,006.90 |
| 2 nd Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550 | \$2,619.00 | \$852.87 | Filed 11.11.04 Dkt No. 6883 | \$2,095.20 | \$523.80 | \$2,948.07 |
| 3 rd Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. No. 6569 | \$3,110.00 | \$450.36 | Filed 11.11.04 Dkt No. 6884 | \$2,488.00 | \$622.00 | \$2,938.36 |
| 4 th Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783 | \$5,034.50 | \$419.64 | Filed 11.19.04 Dkt No. 6997 | \$4,107.20 | \$1,026.80 | \$4,526.84 |
| 2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940 | \$10,863.00 | \$1,722.87 | Filed 3.9.05 Dkt No. 7997 | N/A | \$2,187.60 | \$2,187.60 |
| 5 th Monthly Application 10.1.04-10.31.02 Filed 11..04 Dkt. No. 7041 | \$6,273.00 | \$582.11 | Filed 12.21.04 Dkt No. 7278 | \$5,018.40 | \$1,254.60 | \$5,600.51 |
| 6 th Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370 | \$7,128.00 | \$249.55 | Filed 1.28.05 Dkt No. 7643 | \$5,702.40 | \$1,425.60 | \$5,951.95 |
| 7 th Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644 | \$7,245.00 | \$186.54 | Filed 2.28.05 Dkt No. 7917 | \$5,796.00 | \$1,449.00 | \$5,982.54 |
| 3 rd Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783 | \$20,646.00 | \$1,018.20 | Filed 6.14.05 Dkt No. 8613 | N/A | \$4,120 | \$4,120 |

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| 8 th Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918 | \$9,247.00 | \$2,039.47 | Filed 3..05 Dkt No. 8135 | \$7,397.60 | \$1,850.00 | \$9,437.07 |
| 9 th Monthly Application 2.2.05-2.28.058 Filed 4.8.05 Dkt No. 8191 | \$3,373.00 | \$164.44 | Filed 4.26.05 Dkt No. 8284 | \$2,862.84 | \$674.60 | \$2,862.84 |
| 10 th Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285 | \$4,127.50 | \$461.38 | Filed 6.6.05 Dkt No. 8553 | \$3,763.38 | 825.00 | \$3,763.38 |
| 4 th Quarterly Application 1.1.05-3.31.05 Filed 4..05 Dkt No. 8303 | \$16,747.50 | \$2,665. | Filed 9.14.05 Dkt No. 9418 | N/A | \$3349.49 | \$3349.49 |
| 11 th Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554 | \$4,910.00 | \$195.51 | Filed 7.26.05 Dkt No. 9094 | \$3,928.00 | \$982.00 | \$4,123.51 |
| 12 th Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686 | \$3,596.00 | \$309.93 | Filed 7.20.05 Dkt No. 90 | \$2,876.80 | \$719.20 | \$3,186.73 |
| 13 th Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095 | \$5,395.00 | 1,093.35 | Filed 8.31.05 Dkt No. 9288 | \$4,316.00 | \$1,079.00 | 5,409.35 |
| 5 th Quarterly Application Filed 7.27.05 Dkt No. 9096 | \$13,901.00 | \$1,598.79 | Filed 12.5.05 Dkt No. 11250 | N/A | \$2,780.20 | \$2,780.20 |
| 14 th Monthly Application Filed 1.3.06 Dkt No. 11474 | \$13,174.50 | \$212.31 | Filed 1.30.06 Dkt No. 11643 | \$10,539.60 | \$2,634.90 | \$10,751.91 |
| 15 th Monthly Application Filed 1.3.06 Dkt No. 11475 | \$6,226.00 | \$113.00 | Filed 1.30.06 Dkt No. 11644 | \$4,980.80 | \$1,245.20 | \$5,093.80 |
| 16 th Monthly Application Filed 1.3.06 Dkt No. 11476 | \$6,258.00 | \$95.26 | Filed 1.30.06 Dkt No. 11645 | \$5,006.4 | \$1,251.60 | \$5,101.66 |
| 6 th Quarterly Application Filed 1.3.06 Dkt No. 11477 | \$25,658.50 | \$420.57 | Filed 3.21.06 Dkt No. 12097 | N/A | \$5,131.70 | \$5,131.70 |
| 17 th Monthly Application Filed 1.3.06 Dkt No. 11478 | \$10,201.00 | \$9.11 | Filed 1.30.06 Dkt No. 11646 | \$8,160.80 | \$2,040.20 | \$8,169.91 |

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| 18 th Monthly Application Filed 1.3.06 Dkt No. 11479 | \$5,406.50 | \$10.88 | Filed 1.30.06 Dkt No. 11647 | \$4,325.20 | \$1,302.90 | \$4,336.08 |
| 19 th Monthly Application Filed 2.6.06 Dkt No. 11722 | \$7,533.00 | \$133.39 | Filed 3.1.06 Dkt No. 11918 | \$6,026.40 | \$1,506.60 | \$6,159.79 |
| 7 th Quarterly Application Filed 2.10.06 Dkt No. 11746 | \$23,140.50 | \$153.38 | Filed 3.21.06 Dkt No. 12098 | N/A | \$4,849.70 | \$4,849.70 |
| 20 th Monthly Application Filed 2.27.06 Dkt No. 11910 | \$8,479.50 | \$371.71 | Filed 4.28.06 Dkt No. 12332 | \$6,783.60 | \$1,695.90 | \$7,155.31 |
| 21 st Monthly Application Filed 3.23.06 Dkt No. 12109 | \$6,008.50 | \$469.08 | Filed 4.28.06 Dkt No. 12333 | \$4,806.80 | \$1,201.70 | \$5,275.88 |
| 22 nd Monthly Application Filed 4/28/06 Dkt No. 12334 | \$5,694.00 | \$580.22 | Filed 12555 Dkt No. 5/31/06 | \$4,555.20 | \$1,138.80 | \$5,135.42 |
| 8 th Quarterly Application Filed 5/31/06 Dkt No. 12556 | \$20,182.00 | \$1,421.01 | Filed 9/11/06 Dkt No. 13188 | N/A | \$4,036.40 | 4,036.40 |
| 23 rd Monthly Application Filed 8.23.26 Dkt No. 13042 | \$5,289.50 | \$1,080.15 | Filed 9/20/06 Dkt No. 13270 | \$4,231.60 | \$1,057.90 | \$5,311.75 |
| 24 th Monthly Application Filed 8.23.06 Dkt No. 13043 | \$4,235.00 | \$2,740.09 | Filed 9/20/06 Dkt No. 13271 | \$3,338.00 | \$847.00 | \$6,128.09 |
| 25 th Monthly Application Filed 8.23.06 Dkt No. 13044 | \$3,753.50 | \$564.12 | Filed 9/20/06 Dkt No. 13272 | \$3,002.80 | \$750.70 | \$3,566.92 |
| 9 th Quarterly Application Filed 8.06 Dkt No. 13078 | \$13,278.00 | \$4,384.36 | Filed 12.7.06 Dkt No. 13941 | N/A | \$2,655.60 | \$2,655.60 |
| 26 th Monthly Application Filed 8//06 Dkt No. 13079 | \$7,094.50 | \$62.04 | Filed 9.20.06 Dkt No. 13273 | \$5,675.60 | \$1,418.90 | \$5,737.64 |
| 27 th Monthly Application Filed 10.2.06 Dkt No. 13333 | \$11,850.50 | \$270.91 | Filed 10.30.06 Dkt No. 13517 | \$9,480.40 | \$2,370.10 | \$9,751.31 |
| 28 th Monthly Application Filed 10.30.06 Dkt No. 13518 | \$11,649.00 | \$1,264.75 | Filed 11.27.06 Dkt No. 13786 | \$9,319.20 | \$2,3.80 | \$10,583.95 |
| 10 th Quarterly Application Filed 11.9.06 Dkt No. 13611 | \$30,594.00 | \$1,597.70 | Filed 12.7.06 Dkt No. 13942 | N/A | \$6,118.80 | \$6,118.80 |

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| 1 st Monthly Application Filed 11.27.06 Dkt No. 13787 | \$7,261.00 | \$358.99 | Filed 12.20.06 Dkt No. 14081 | \$5,808.80 | \$1,452.20 | \$6,167.79 |
| 30 th Monthly Application Filed 12.20.006 Dkt No. 14082 | \$8,944.50 | \$97.57 | Filed 1.30.07 Dkt No. 14424 | \$7,155.60 | \$1788.90 | \$7,253.17 |
| 31 st Monthly Application Filed 2.5.07 Dkt No. 14485 | \$17,130.50 | \$857.47 | Filed 3.5.07 Dkt No. 14747 | \$13,704.40 | \$3,426.10 | \$14,561.87 |
| 11 th Quarterly Application Filed 2.7.07 Dkt No. 14511 | \$33,336.00 | \$1,314.03 | Filed 16017 Dkt. No. 6.12.07 | N/A | \$6,667.20 | \$6,667.20 |
| 32 nd Monthly Application Filed 3.14.07 Dkt No. 14859 | \$14,348.50 | \$56.44 | Filed 4.19.07 Dkt. No. 15244 | \$11,478.80 | \$2,869.70 | \$11,535.24 |
| 33 rd Monthly Application Filed 4.19.07 Dkt No. 15247 | \$8,698.00 | \$216.20 | Filed 5.10.07 Dkt. No. 15632 | \$6,958.40 | \$1,739.60 | \$7,174.60 |
| 34 th Monthly Application Filed 4.27.07 Dkt No. 15415 | \$14,039.00 | \$755.74 | Filed 5.30.07 Dkt No. 15897 | \$11,231.20 | \$2,807.80 | \$11,986.94 |
| 12 th Quarterly Application Filed 5/10/07 Dkt No. 15631 | \$37,085.50 | \$1,028.38 | Filed 9/11/07 Dkt No. 16697 | N/A | \$7,417.10 | \$7,417.10 |
| 35 th Monthly Application Filed 5.30.07 Dkt No. 15898 | \$21,025.50 | \$747.92 | Filed 6/25/07 Dkt No. 16151 | \$16,820.40 | \$4,205.10 | \$17,568.32 |
| 36 th Monthly Application Filed 5.30.07 Dkt No. 16152 | \$16,554.00 | \$1,137.01 | Filed 9/11/07 Dkt No. 16798 | \$13,243.20 | \$3,310.80 | \$14,380.21 |
| 37 th Monthly Application Filed 11.7.07 Dkt No. 17313 | \$17,017.00 | \$742.33 | Filed 12.3.07 Dkt No. 17507 | \$13,613.60 | \$3,403.40 | \$14,355.93 |
| 13 th Quarterly Application Filed 11.8.07 Dkt No. 17315 | \$54,596.50 | \$2,627.26 | Filed 12.3.07 Dkt No. 17508 | N/A | \$10,919.30 | \$10,919.30 |
| 38 th Monthly Application Filed 11.9.07 Dkt No. 17318 | \$17,802.00 | \$99.66 | Filed 12.3.07 Dkt No. 17509 | \$14,241.60 | \$3,560.40 | \$14,341.26 |
| 39 th Monthly Application Filed 12.3.07 Dkt No. 17510 | \$9,061.00 | \$905.60 | Filed 12.27.07 Dkt No. 17711 | \$7,248.80 | \$1,812.20 | \$8,154.40 |

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| 40 th Monthly Application Filed 12.3.07 Dkt No. 17511 | \$13,241.50 | \$1,202.40 | Filed 12.6.07 Dkt No. 17706 | \$10,593.20 | \$2,648.30 | \$11,795.60 |
| 14 th Quarterly Application Filed 12.3.07 Dkt No. 17512 | \$40,104.50 | 2,207.66 | Filed 3.3.08 Dkt No. 18184 | N/A | \$8020.90 | \$8,020.90 |
| 41 st Monthly Application Filed 12.3.07 Dkt No. 17513 | \$9,331.50 | \$67.00 | Filed 12.26.07 Dkt No. 17707 | \$7,465.20 | \$1,866.30 | \$7,532.20 |
| 42 nd Monthly Application Filed 12.17.07 Dkt No. 17646 | \$9,544.00 | \$1,019.68 | Filed 1.23.08 Dkt No. 17871 | \$7,635.20 | \$1908.80 | \$8,654.88 |
| 43 rd Monthly Application Filed 1..08 Dkt No. 19724 | \$21,040.00 | \$1,169.65 | Filed 3.3.08 Dkt No. 18183 | \$16,832.00 | \$4,208.00 | \$18,001.65 |
| 15 th Quarterly Application Filed 2.11.08 Dkt No. 18019 | \$39,915.50 | \$2,256.33 | Filed 6.9.08 Dkt No. 18886 | N/A | \$7,983.10 | \$7,983.10 |
| 44 th Monthly Application Filed 3.14.08 Dkt No. 182 | \$,925.00 | \$236.90 | Filed 4.24.08 Dkt No. 18606 | \$23,940.00 | \$5,985.00 | \$24,176.90 |
| 45 th Monthly Application Filed 3.27.08 Dkt No. 18393 | \$8,083.00 | \$219.58 | Filed 4.24.08 Dkt No. 18607 | \$6,466.40 | \$1,616.60 | \$6,685.98 |
| 46 th Monthly Application Filed 4.25.08 Dkt No. 18609 | \$22,230.00 | \$1,839.62 | Filed 5.19.08 Dkt No. 18737 | \$17,784.00 | \$4,446.00 | \$19,623.62 |
| 16 th Quarterly Application Filed 5.19.08 Dkt No. 18738 | \$60,238.00 | \$2,6.10 | Filed 6.9.08 Dkt No. 18886 | N/A | \$12,047.60 | \$12,047.60 |
| 47 th Monthly Application Filed 6.10.08 Dkt No. 18904 | \$15,968.00 | \$1,087.27 | Filed 7.1.08 Dkt No. 19027 | \$12,774.40 | \$3,193.60 | \$13,861.67 |
| 48 th Monthly Application Filed 7.1.08 Dkt No. 19028 | \$7,235.00 | \$118.33 | Filed 7.28.08 Dkt No. 19167 | \$5,788.00 | \$1,447.00 | \$5,906.33 |
| 49 th Monthly Application Filed 7.31.08 Dkt No. 19207 | \$10,658.00 | \$1,093.15 | Filed 8.27.08 Dkt No. 19384 | \$8,526.40 | \$2,131.60 | \$9,619.55 |
| 17 th Quarterly Application Filed 8.5.08 Dkt No. 19235 | \$33,861.00 | 2324.85 | Filed 12.10.08 Dkt No. 20238 | N/A | \$6,772.20 | \$6,772.20 |

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| 50 th Monthly Application Filed 8.27.08 Dkt No. 19385 | \$9,720.00 | \$826.54 | Filed 9.19.08 Dkt No. 19573 | \$7,776.00 | \$1,944.00 | \$8,602.54 |
| 51 st Monthly Application Filed 11.17.08 Dkt No. 20048 | \$6,864.00 | \$1,017.41 | Filed 12.10.08 Dkt No. 20239 | \$5,491.20 | \$1,372.8 | \$6,508.61 |
| 52 nd Monthly Application Filed 11.17.08 Dkt No. 20049 | \$10,739.00 | \$822.12 | Filed 1.7.09 Dkt No. 20500 | \$8,591.20 | \$2,147.80 | \$9413.32 |
| 18 th Quarterly Application Filed 11.26.08 Dkt No. 20148 | \$27,323.00 | \$2,666.07 | Filed 3.20.09 Dkt No. 21056 | N/A | \$5,464.60 | \$5,464.60 |
| 53 rd Monthly Application Filed 12.1.08 Dkt. No. 20161 | \$15,150.00 | \$81.25 | Filed 1.5.08 Dkt No. 20415 | \$12,120.00 | \$3,030.00 | \$12,201.25 |
| 54 th Monthly Application Filed 1.12.09 Dkt No. 20501 | \$9,633.00 | \$98.53 | Filed 2.25.09 Dkt No. 20837 | \$7,706.40 | \$1,926.60 | \$7,804.93 |
| 55 th Monthly Application Filed 2.25.09 Dkt No. 20838 | \$9,620.00 | \$1,4.03 | Filed 3.20.09 Dkt No. 21057 | \$7,696.00 | \$1,924.00 | \$9,125.02 |
| 19 th Quarterly Application Filed 20884 Dkt No. 3.3.09 | \$34,403.00 | \$1,608.81 | Filed 6.15.09 Dkt No. 22090 | N/A | \$6,880.60 | \$6,880.60 |
| 56 th Monthly Application Filed 2.25.09 Dkt No. 20839 | \$17,324.00 | \$1,776.56 | Filed 21058 Dkt No. 3.20.09 | \$13,859.20 | \$3,464.80 | \$15,635.76 |
| 57 th Monthly Application Filed 5.13.09 Dkt No. 21653 | \$17,780.50 | \$246.50 | Filed 6.4.09 Dkt No. 21988 | \$14,224.40 | \$3,556.10 | \$14,470.90 |
| 58 th Monthly Application Filed 5.13.09 Dkt No. 21654 | \$21,595.00 | \$741.49 | Filed 6.4.09 Dkt No. 21999 | \$17,276.00 | \$4,319.00 | \$18,017.49 |
| 20 th Quarterly Application Filed 5.19.09 Dkt No. 21743 | \$56,699.50 | \$2,764.55 | Filed Dkt No. | N/A | \$11,339.90 | \$11,339.90 |
| 59 th Monthly Application Filed 6.2.09 Dkt No. 21947 | \$15,070.00 | \$416.97 | Filed 6.24.09 Dkt No. 22232 | \$12,056.00 | \$3,014.00 | \$12,472.97 |
| 60 th Monthly Application Filed 6.24.009 Dkt. No. 22233 | \$27,350.00 | \$2.47 | Filed 8.5.09 Dkt No. 22704 | \$21,880.00 | \$5,170.00 | \$22,109.47 |

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| 61 st Monthly Application Filed 1/11/2010 Dkt. No. 24137 | \$15,040.00 | \$1,771.89 | Filed 2.23.2010 Dkt. No. 24139 | \$12,032.00 | \$3008.00 | \$13,803.89 |
| 21 st Quarterly Application Filed 1.12.2010 Dkt. No. 24142 | \$42,390.00 | \$2,418.33 | Filed 3.10.2010 Dkt. No. 24431 | N/A | \$11,192.00 | \$11,192.00 |
| 62 nd Monthly Application Filed 10.4.2011 Dkt. No. 27718 | \$22,770.00 | \$819.58 | Filed 11.1.2011 Dkt. No. 27856 | \$18,216.00 | \$4,554.00 | \$19,035.58 |
| 63 rd Monthly Application Filed 10.4.2011 Dkt. No. 27719 | \$37,381.50 | \$485.98 | Filed 11.1.2011 Dkt. No. 27857 | \$,905.20 | \$7,476.30 | \$30,391.18 |
| 64 th Monthly Application Filed 10.4.2011 Dkt. No. 27720 | \$43,410.00 | \$67.00 | Filed 11.1.2011 Dkt. No. 27858 | \$34,728.00 | \$8,682.00 | \$34,795.00 |
| 22 nd Quarterly Application Filed 10.6.2010 Dkt. No. 27725 | \$103,561.50 | \$1,372.56 | Filed 12.6.2011 Dkt. No. 28092 | N/A | \$20,712.30 | \$20,712.30 |
| 65 th Monthly Application Filed 10.17.2011 Dkt. No. 27763 | \$14,194.00 | \$1,554.06 | Filed 11.9.2011 Dkt. No. 27797 | \$11,355.20 | \$2,838.80 | \$12,909.26 |
| 66 th Monthly Application Filed 10.17.2011 Dkt. No. 27764 | \$9,917.50 | \$1,165.00 | Filed 11.9.2011 Dkt. No. 27798 | \$7,934.00 | \$1,983.50 | \$9,099.00 |
| 67 th Monthly Application Filed 10.17.2011 Dkt. No. 27765 | \$1,447.50 | \$116.00 | Filed 11.9.2011 Dkt. No. 27799 | \$1,158.00 | \$289.50 | \$1,274.00 |
| 23 rd Quarterly Application Filed 10.18.2011 Dkt. No. 27768 | \$25,555.00 | \$2,835.06 | Filed 12.6.2011 Dkt. No. 28093 | N/A | \$5,111.80 | \$5,111.80 |
| 68 th Monthly Application Filed 10.21.2011 Dkt. No. 27798 | \$17,625.00 | \$1,740.23 | Filed 11.16.2011 Dkt. No. 27977 | \$14,100.00 | \$3,525.00 | \$15,843.23 |
| 69 th Monthly Application Filed 10.21.2011 Dkt. No. 27799 | \$3,870.00 | \$7.98 | Filed 11.16.2011 Dkt. No. 27978 | \$3,096.00 | \$774.00 | \$3,103.98 |
| 70 th Monthly Application Filed 10.21.2011 Dkt. No. 27800 | \$5,685.00 | \$148.00 | Filed 11.16.2011 Dkt. No. 27980 | \$4,568.00 | \$1,137.00 | \$4,696.00 |
| 24 th Quarterly Application Filed 10.21.2011 Dkt. No. 27801 | \$27,180.00 | \$1,896.21 | Filed 12.6.2011 Dkt. No. 28094 | N/A | \$5,436.00 | \$5,436.00 |

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| 71 st Monthly Application Filed 10/24/2011 Dkt. No. 27814 | \$3,900.00 | \$249.04 | Filed 11.16.2011 Dkt. No. 27981 | \$3,120.00 | \$780.00 | \$3,369.04 |
| 72 nd Monthly Application Filed 10.24.2011 Dkt. No. 27815 | \$2,130.00 | \$0.57 | Filed 11.16.2011 Dkt. No. 27982 | \$1,704.00 | \$426.00 | \$1,704.57 |
| 73 rd Monthly Application Filed 10.24.2011 Dkt. No. 27816 | \$2,340.00 | \$0.00 | Filed 11.16.2011 Dkt. No. 27983 | \$1,872.00 | \$468.00 | \$1,872.00 |
| 25 th Quarterly Application Filed 10.24.2011 Dkt. No. 27821 | \$8,370.00 | \$249.61 | Filed 12.6.2011 Dkt. No. 28095 | N/A | \$1,674.00 | \$1,674.00 |
| 74 th Monthly Application Filed 11.1.2011 Dkt. No. 27859 | \$11,010.00 | \$5.20 | Filed 11.28.2011 Dkt. No. 28028 | \$8,808.00 | \$2,202.00 | \$8,813.20 |
| 75 TH Monthly Application Filed 11.1.2011 Dkt. No. 27860 | \$1,635.00 | \$4.80 | Filed 11.28.2011 Dkt. No. 280 | \$1,308.00 | \$327.00 | \$1,312.80 |
| 76 th Monthly Application Filed 11.1.2011 Dkt. No. 27861 | \$1,335.00 | \$74.30 | Filed 11.28.2011 Dkt. No. 28030 | \$1,068.00 | \$267.00 | \$1,142.30 |
| 26 th Quarterly Application Filed 11.2.2011 Dkt. No. 27872 | \$13,980.00 | \$84.30 | Filed 12.6.2011 Dkt. No. 28096 | N/A | \$2,796.00 | \$2,796.00 |
| 77 th Monthly Application Filed 11.3.2011 Dkt. No. 27874 | \$1,470.00 | \$54.70 | Filed 11.28.2011 Dkt. No. 28031 | \$1,176.00 | \$4.00 | \$1,230.70 |
| 78 th Monthly Application Filed 11.3.2011 Dkt. No. 27875 | \$975.00 | \$4.50 | Filed 11.28.2011 Dkt. No. 28032 | \$780.00 | \$195.00 | \$784.50 |
| 79 th Monthly Application Filed 11.3.2011 Dkt. No. 27876 | \$3,210.00 | \$0.00 | Filed 11.28.2011 Dkt. No. 28033 | \$2,568.00 | \$642.00 | \$2,568.00 |
| 27 th Quarterly Application Filed 11.3.2011 Dkt. No. 27877 | \$5,655.00 | \$143.50 | Filed 12.6.2011 Dkt. No. 28097 | N/A | \$1,131.00 | \$1,131.00 |
| 80 th Monthly Application Filed 11.9.2011 Dkt. No. 27903 | \$7,058.50 | \$104.16 | Filed 12.2.2011 Dkt. No. 28064 | \$5,646.80 | \$1,411.70 | \$5,750.96 |
| 81 ST Monthly Application Filed 11.9.2011 Dkt. No. 27904 | \$10,908.00 | \$28.00 | Filed 12.2.2011 Dkt. No. 28064 | \$8,726.40 | \$2,181.60 | \$8,754.40 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|--------------------------------------------------------------------------|----------------------|--------------------------|---------------------------------|--------------------------------|-------------------------|-------------|
| 82 nd Monthly Application Filed 11.9.2011 Dkt. No. 27905 | \$8,882.00 | \$89.99 | Filed 12.2.2011 Dkt. No. 28066 | \$7,105.60 | \$1,776.40 | \$7,195.59 |
| 28 th Quarterly Application Filed 11.9.2011 Dkt. No. 27906 | \$26,848.50 | \$222.15 | Filed 12.6.2011 Dkt. No. 28098 | N/A | \$5,369.70 | \$5,369.00 |
| 83 rd Monthly Application Filed 11.10.2011 Dkt. No. 27914 | \$9,572.00 | \$64.71 | Filed 12.2.2011 Dkt. No. 28081 | \$7,657.60 | \$1,914.40 | \$7,722.31 |
| 84 th Monthly Application Filed 11.10.2011 Dkt. No. 27915 | \$12,943.50 | \$135.50 | Filed 12.5.2011 Dkt. No. 28082 | \$10,354.80 | \$2,588.70 | \$10,490.30 |
| 85 th Monthly Application Filed 11.10.2011 Dkt. No. 27916 | \$9,821.50 | \$7.00 | Filed 12.2.2011 Dkt. No. 28083 | \$7,857.20 | \$1,964.30 | \$7,864.20 |
| 86 th Quarterly Application Filed 11.10.2011 Dkt. No. 27917 | \$32,337.00 | \$207.21 | Filed 12.6.2011 Dkt. No. 28099 | N/A | \$6,467.40 | \$5,992.40 |
| 86 th Monthly Application Filed 11.11.2011 Dkt. No. 27919 | \$2,376.50 | \$0.90 | Filed 12.2.2011 Dkt. No. 28084 | \$1,901.20 | \$475.30 | \$1,902.10 |
| 87 th Monthly Application Filed 11.11.2011 Dkt. No. 27920 | \$3,710.00 | \$211.86 | Filed 12.2.2011 Dkt. No. 28085 | \$2,968.00 | \$742.00 | \$3,179.86 |
| 88 th Monthly Application Filed 11.11.2011 Dkt. No. 27921 | \$1,7.50 | \$0.00 | Filed 12.2.2011 Dkt. No. 28086 | \$1,038.00 | \$259.50 | \$1,038.00 |
| 30 th Quarterly Application Filed 11.11.2011 Docket No. 27922 | \$7,384.00 | \$212.76 | Filed 12.6.2011 Dkt. No. 28100 | N/A | \$1,476.80 | \$1,476.80 |
| 89 th Monthly Application Filed 11.23.2011 Docket No. 28024 | \$8,280.50 | \$637.41 | Filed 12.14.2011 Dkt. No. 28149 | \$6,624.40 | \$1,656.10 | \$7,261.81 |
| 90 th Monthly Application Filed 12/23/2011 Docket No. 28272 | \$8,342.00 | \$3,833.53 | Filed 1/25/2012 Dkt. No. 28410 | \$6,673.60 | \$1,668.40 | \$10,507.13 |
| 91 st Monthly Application Filed 1.25.2012 Docket No. 28411 | \$4,571.50 | \$3,144.40 | Filed 2.22.2012 Dkt. No. 28559 | \$3,657.20 | \$914.30 | \$6,801.60 |
| 31 st Quarterly Application Filed 2.3.2012 Docket No. 28466 | \$21,194.00 | \$7,615.34 | Filed 3.19.2012 Dkt. No. 28680 | N/A | \$4,238.80 | \$4,238.80 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|--------------------------------------------------------------------------|----------------------|--------------------------|---------------------------------|--------------------------------|-------------------------|-------------|
| 92 nd Monthly Application Filed 2.24.2012 Docket No. 28572 | \$2,812.50 | \$5.42 | Filed 3.19.2012 Dkt. No. 28681 | \$2,250.00 | \$562.50 | \$2,255.42 |
| 93 RD Monthly Application Filed 3.26.2012 Docket No. 28716 | \$6,983.50 | \$6.50 | Filed 4.18.2012 Dkt. No. 28791 | \$5,586.80 | \$1,396.70 | \$5,593.30 |
| 94 th Monthly Application Filed 4.24.2012 Docket No. 28823 | \$5,426.00 | \$23.55 | Filed 5.22/2012 Dkt. No. 28951 | \$4,340.80 | \$1,085.20 | \$4,364.35 |
| 32 nd Quarterly Application Filed 4.27.2012 Docket No. 28840 | \$15,222.00 | \$11.92 | Filed 9/19/2012 Dkt. No. 29609 | N/A | \$3,044.40 | \$3,044.40 |
| 95 th Monthly Application Filed 5.24.2012 Docket No. 28967 | \$2,635.00 | \$87.02 | Filed 6.18.2012 Dkt. No. 29070 | \$2,108.00 | \$527.00 | \$2,195.02 |
| 96 th Monthly Application Filed 6.25.2012 Docket No. 29105 | \$4,105.50 | \$978.11 | Filed 7.18.2012 Dkt. No. 29295 | \$3,284.40 | \$821.10 | \$4,262.51 |
| 97 th Monthly Application Filed 7.25.2012 Docket No. 29324 | \$4,067.50 | \$826.17 | Filed 8.22.2012 Dkt. No. 29489 | \$3,254.00 | \$813.50 | \$4,080.17 |
| 33 rd Quarterly Application Filed 8.3.2012 Docket No. 29405 | \$10,808.00 | \$1,891.30 | Filed n/a Dkt. No. n/a | N/A | \$2,161.60 | \$2,161.60 |
| 98 th Monthly Application Filed 8.24.2012 Docket No. 29505 | \$5,673.50 | \$76.80 | Filed 9.19.2012 Dkt. No. 29636 | \$4,538.80 | \$1,134.70 | \$4,615.60 |
| 99 th Monthly Application Filed 9.25.2012 Docket No. 29665 | \$2,746.00 | \$884.97 | Filed 10.18.2012 Dkt. No. 29781 | \$2,196.80 | \$549.20 | \$3,081.77 |
| 100 th Monthly Application Filed 10.25.2012 Docket No. 29811 | \$2,032.50 | \$5.40 | Filed 11.20.2012 Dkt. No. 29921 | \$1,626.00 | \$406.50 | \$1,631.40 |
| 34 th Quarterly Application Filed 10.31.2012 Docket No. 29826 | \$10,452.00 | \$967.17 | Filed 3.12.2013 Dkt. No. 30392 | N/A | \$2,090.40 | \$2,090.40 |
| 101 st Monthly Application Filed 11.26.2012 Dkt. No. 29930 | \$2,139.50 | \$200.50 | Filed 12.19.2012 Dkt. No. 30066 | \$1,711.60 | \$427.90 | \$1,912.10 |
| 102 nd Monthly Application Filed 12.26.2012 Dkt. No. 30085 | \$1,323.50 | \$664.17 | Filed 1.17.2013 Dkt. No. 30157 | \$1,058.80 | \$264.70 | \$1,722.97 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|-----------------------------------------------------------------------|----------------------|--------------------------|---------------------------------|--------------------------------|-------------------------|--------------|
| 103 rd Monthly Application Filed 1.25.2013 Dkt. No. 30192 | \$3,889.00 | \$5.00 | Filed 2.25.2013 Dkt. No. 30319 | \$3,111.20 | \$777.80 | \$3,116.20 |
| 35 th Quarterly Application Filed 2.14.2013 Dkt. No. 30279 | \$7,352.00 | \$869.67 | Filed 7/23/2013 Dkt. No. 30865 | N/A | \$1,470.40 | \$1,470.40 |
| 104 th Monthly Application Filed 2/25/2013 Dkt. No. 30320 | \$5,845.50 | \$19.50 | Filed 3.22.2013 Dkt. No. 30426 | \$4,676.40 | \$1,169.10 | \$4,695.90 |
| 105 TH Monthly Application Filed 3.25.2013 Dkt. No. 30431 | \$3,646.50 | \$1.72 | Filed 4.18.2013 Dkt. No. 30529 | \$2,917.20 | \$729.30 | \$2,918.92 |
| 106 th Monthly Application Filed 4.19.2013 Dkt. No. 30531 | \$2,706.00 | \$1,013.29 | Filed 5/13/2013 Dkt. No. 30621 | \$2,164.80 | \$541.20 | \$3,179.09 |
| 36 th Quarterly Application Filed 5.8.2013 Dkt. No. 30612 | \$12,198.00 | \$1,034.51 | Filed 9.11.2013 Dkt. No. 31102 | N/A | \$2,439.60 | \$729.30-Feb |
| 107 th Monthly Application Filed 5.28.2013 Dkt. No. 30673 | \$1,831.50 | \$8.00 | Filed 6.19.2013 Dkt. No. 307514 | \$1,465.20 | \$366.30 | \$1,596.90 |
| 108 th Monthly Application Filed 6.20.2013 Dkt. No. 30752 | \$957.00 | \$8.00 | Filed 7.15.2013 Dkt. No. 30834 | \$765.60 | \$191.40 | \$773.00 |

**PREVIOUS APPLICATION AS LOCAL COUNSEL TO
ROGER FRANKEL, SUCCESSOR PI FUTURE CLAIMANTS' REPRESENTATIVE**

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|-----------------------------------------------------------------------|----------------------|--------------------------|--------------------------------|--------------------------------|-------------------------|-------------|
| 1 st Monthly Application Filed 8.6.2013 Dkt. No. 30929 | \$1,663.50 | \$0.00 | Filed 8.29.2013 Dkt. No. 31033 | \$1,306.80 | \$332.70 | \$1,306.80 |
| 2 ND Monthly Application Filed 8.6.2013 Dkt. No. 30930 | \$10,791.00 | \$902.37 | Filed 8.29.2013 Dkt. No. 31034 | \$8,632.80 | \$2,158.20 | \$9,535.17 |
| 37 th Quarterly Application Filed 8.12.2013 Dkt. No. 30951 | \$15,213.00 | \$1,041.07 | Filed Dkt. No. | N/A | \$3,048.20 | |
| 3 rd Monthly Application Filed 8.26.2013 Dkt. No. 31030 | \$1,188.00 | \$0.00 | Filed 9.18.2013 Dkt. No. 31139 | \$950.40 | \$237.60 | \$950.40 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|-----------------------------------------------------------------------|----------------------|--------------------------|---------------------------------|--------------------------------|-------------------------|-------------|
| 4 th Monthly Application Filed 9.25.2013 Dkt. No. 31161 | \$2,640.00 | \$869.77 | Filed 10.22.2013 Dkt. No. 31240 | \$2,112.00 | \$528.00 | \$2,981.77 |
| 5 th Monthly Application Filed 10.25.2013 Dkt. No. 31260 | \$2,706.00 | \$231.72 | Filed 11.19.2013 Dkt. No. 31368 | \$2,164.80 | \$541.20 | |
| 1 st Quarterly Application Filed 11.13.2013 Dkt. No. 31330 | \$6,534.00 | \$1,101.49 | Filed Dkt. No. | N/A | \$1,306.80 | |
| 6 th Monthly Application Filed 11.25.2013 Dkt. No. 31393 | \$2,244.00 | \$3.10 | Filed Dkt. No. | \$1,795.20 | \$448.80 | |

CURRENT COMPENSATION SUMMARY

NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013

| Name of Professional Person | Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------|--------------------|
| John C. Phillips, Jr. | Director/22 years/1974/litigation/bankruptcy | \$495 | 3.00 | \$1,485.00 |
| Celeste A. Hartman | Sr. Paralegal/17 years/20 years prior experience | \$165 | 4.60 | \$759.00 |
| Grand Total | | | 7.60 | \$2,244.00 |
| Blended Rate: | | | | \$295.26 |

COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Fees |
|-------------------------------|-------------|------------|
| Fee/Employment Applications | 6.70 | \$1,897.50 |
| Litigation | 0.40 | \$198.00 |
| Plan and Disclosure Statement | 0.20 | \$99.00 |
| Case Administration | 0.30 | \$49.50 |
| Total | 7.60 | \$2,244.00 |

EXPENSE SUMMARY

| Expense Category | Service Provider | Total Expenses |
|--------------------------------------|------------------|----------------|
| In house reproduction (10¢ per page) | N/A | \$3.10 |
| TOTAL | | \$3.10 |

The Successor FCR was appointed effective May 16, 2013. Since his appointment, the FCR and his professionals have continued to focus on events occurring in these cases in order to protect the rights of the future claimants with respect to actions taken by the Debtors, the Committees and other parties in interest, claims estimation and plan of reorganization.

PHILLIPS, GOLDMAN & SPENCE, P.A.


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 Wilmington, DE 19806
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 (302) 655-4210
*Local Counsel to Roger Frankel, as Successor
 PI Future Claimants' Representative*

Date: December 26, 2013